

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT
CORPORATION and LAW DEBENTURE
TRUST COMPANY OF NEW YORK,

Plaintiffs,

V.

NORTHWESTERN CORPORATION,

Defendant.

C.A. No. 04-1494-(JJF)

MAGTEN ASSET MANAGEMENT CORP.,

Plaintiff,

V.

C.A. Action No. 05-499 (JJF)

MICHAEL J. HANSON and ERNIE J. KINDT,

Defendants.

[PROPOSED] ORDER

AND NOW, upon consideration of the Motion in Limine of Magten Asset Management Corporation and the Law Debenture Trust Company of New York to Exclude the Expert Report and Testimony of Christopher A. Kearns (the "Motion to Exclude"), and the arguments of counsel with respect thereto;

IT IS HEREBY ORDERED that the Motion to Exclude is GRANTED.

SO ORDERED this _____ day of _____, 2008.

The Honorable Joseph J. Farnan, Jr.
United States District Court Judge